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January 14, 2008

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Via facsimile and U.S. Mail

RE: *Mark Barron, O.D. v. Vision Service Plan*
Case Number: 3:07-cv-03902-JGC

Dear Messrs. Coffee, Czarnecki & Eckelberry:

I am writing to memorialize the agreement reached between Defendant Vision Service Plan (VSP) and Plaintiff Dr. Mark Barron, including the outcome of the telephonic conference discussion held among the parties on January 7, 2008. In attendance at that conference were Plaintiff's attorneys Gordon Coffee, John Czarnecki and Rodger L. Eckelberry and Defendant's attorney Robert E. Moss, Jr.

As you will recall, on Friday, January 4, 2008, VSP proposed to Plaintiff's counsel that in order to give both sides some time to explore possible resolution of the separate Doctors Barron and Stein matters that (1) Plaintiffs withdraw their requests for temporary restraining orders with prejudice; (2) Plaintiffs grant VSP 30 days from January 31, 2008, to respond to the separate complaints; and (3) the Preliminary Injunction hearings be set for January 31, 2008, or, as further agreed by the parties. In consideration for the foregoing, VSP would to grant a stay of each plaintiff's scheduled termination from VSP's doctor network to the earlier of (a) January 31, 2008 or (b) the outcome of the preliminary injunctions.

With the exception of item (1) above, Attorney Coffee stipulated to this agreement.

Following discussion of the above, including item (1), and upon agreement of the parties, Judge Carr issued the following oral order with respect to Dr. Barron:

- 1) The status quo remains in effect until Midnight, January 31, 2008.
- 2) Defendant to take no action to terminate plaintiff from any plan or program or take no other action adverse to plaintiff's professional interests or adverse to plaintiff's rights prior to February 1, 2008.

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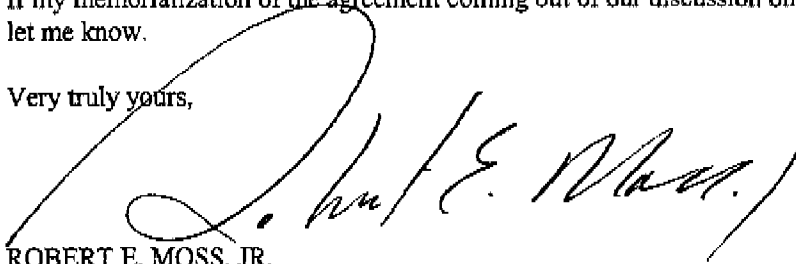
- 3) Plaintiff Barron's motion for a Temporary Restraining Order and Preliminary Injunction is withdrawn without prejudice. Plaintiff can revive and re-file in full his motion, if necessary, on or after February 1, 2008.
- 4) The parties will meet and confer with Judge Carr for a status report on January 28, 2008. Judge Carr may set a hearing for the Temporary Restraining Order at that time.

Although the above-referenced order technically does not extend to Dr. Michael Stein, who is engaged in similar litigation in the Franklin County, Ohio, Court of Common Pleas, and who is also represented by Messrs. Coffee, Czarnecki and Eckelberry, it is VSP's understanding that Plaintiff Stein's Motion for Temporary Restraining Order and Preliminary Injunction is also stayed until January 31, 2008. I realize that the Northern District of Ohio Court has no jurisdiction over this matter, but I wish to clarify that the global agreement reached between the parties during my discussion on Friday, January 4, with Mr. Coffee also included Plaintiff Stein.

Vision Service Plan appreciates the willingness of the court and plaintiff's counsel to work with me to facilitate the above-referenced understanding and agreement. I believe that it is in the best interest of all parties.

If my memorialization of the agreement coming out of our discussion on Monday is not accurate, please let me know.

Very truly yours,



ROBERT E. MOSS, JR.

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